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**P98000085997**

November 13, 1998

Florida Department of State  
Division of Corporations  
Amendment Section  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: **Y2K Medical, Inc.**  
**Document No. P98000085997**

300002688143--D  
-11/16/98--01078--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Enclosed for filing, pursuant to Section 607.1002, Florida Statutes, is an Amendment to the Articles of Incorporation of the above-referenced corporation. Also enclosed is our check in the amount of \$35.00 in payment of the filing fee.

Very truly yours,

*Mark J. Bryn*  
Mark J. Bryn

Encs.

*Amend  
11-24-98  
MJS*

**FILED**  
98 NOV 16 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

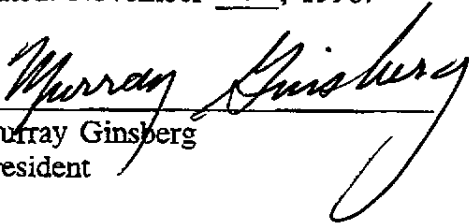
**ARTICLES OF AMENDMENT  
OF Y2K MEDICAL, INC.**

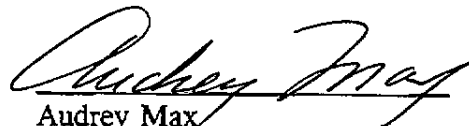
Y2K Medical, Inc., through its President and Secretary, hereby files these Articles of Amendment, as follows:

1. On November 12, 1998, the shareholders, by written consent, adopted the following amendment to the Articles of Incorporation.
2. The effect of these Articles of Amendment will be to change the reading of Article V of the Articles of Incorporation, as follows:

**ARTICLE V:** The aggregate number of shares which the corporation shall have authority to issue is Twenty million (20,000,000) shares of capital stock, \$.001 par value per share, which capital stock is designated as Common Stock.

Dated: November 12, 1998.

  
Murray Ginsberg  
President

  
Audrey Max  
Secretary

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA